

ZADAR VENTURES LTD.

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BUSINESS REORGANIZATION

ZAD - TSX.V

ZADDF - OTCQB

Frankfurt – ZAV0.F

March 31, 2021 - Vancouver, British Columbia. Zadar Ventures Ltd. (“Zadar” or the “Company”) announces that, further to its recent announcements regarding its intended acquisition of XRApplied S.A.S., the Company’s Board of Directors has approved the spin-out of the Company’s mineral property interests (the “Properties”). The Properties will be transferred to a newly incorporated British Columbia subsidiary of the Company – Zadar Minerals Ltd. (the “Subsidiary”) pursuant to a formal business reorganization whereby:

- (i) the Subsidiary will distribute its shares to the shareholders of Zadar, in consideration of the transfer of the Properties to the Subsidiary;
- (ii) the Subsidiary will become wholly owned by the existing Zadar shareholders in the same proportions as they currently hold shares of Zadar; and
- (iii) the Subsidiary will become a reporting issuer and will seek to list on the TSX Venture Exchange.

The directors have set February 26, 2021 as the record date for determining the Company’s shareholders who will be entitled to participate in the distribution by the Subsidiary of its shares. For clarity, the shares to be issued by Zadar to acquire XRApplied, and in connection with the concurrent private placement, will not be eligible to receive shares of the Subsidiary under the business reorganization.

Approval of the business reorganization will be sought at the Company’s upcoming shareholders’ meeting scheduled for April 20, 2021.

ON BEHALF OF THE BOARD OF DIRECTORS

Mark Tommasi

Chairman

Neither the TSX Venture Exchange nor its Regulation Service Provider (as that term is defined in the policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this release.

This press release may contain certain forward-looking information. All statements included herein, other than statements of historical fact, forward-looking information and such information involves various risks and uncertainties. There can be no assurance that such information will prove to be accurate, and actual results and future events could differ materially from those anticipated in such information. Specifically, there is no assurance the Company will be able to (i) complete the business reorganization on the terms outlined above, or at all, (ii) obtain shareholder and regulatory approval, or (iii) satisfy all conditions and close the reorganization. Further, there is no assurance the Subsidiary will be successful in raising funds, meeting initial listing requirements of the TSXV, or obtaining a listing thereon. The Company does not undertake to update any forward-looking information except in accordance with applicable securities laws.